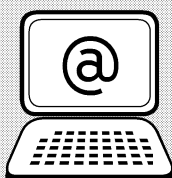


## Form of Proxy - Annual General Meeting to be held on Thursday, 6 May 2021



**Cast your Proxy online...It's fast, easy and secure!**  
**[www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy)**

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown opposite and agree to certain terms and conditions.

**Control Number:** 917095

**SRN:**

**PIN:**



View the AGM Notice of Meeting and 2020 Annual Report online at: **[www.morgansindall.com](http://www.morgansindall.com)**, in the *Investors* section.

Register at **[www.investorcentre.co.uk](http://www.investorcentre.co.uk)** - elect for electronic communications and manage your shareholding online.

**To be effective, all proxy appointments must be lodged with the Company's Registrars at:**  
**Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by Tuesday, 4 May 2021 at 10:00am**

### Explanatory Notes:

- At present, in light of the current Covid-19 legislation and public health guidance issued by the UK government, restricting, amongst other things, indoor public gatherings until mid-May, and in order to protect the wellbeing of our people and our shareholders, the Board is currently proposing that this year's AGM will be held as a closed meeting. Accordingly, save for the Chair of the meeting and such other persons as the Chair of the meeting may decide should be admitted for the purposes of forming a quorum, shareholder attendance in person at the AGM will not be permitted as long as the current restrictions are still in place.
- Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as their proxy to exercise all or any of their rights, to attend, speak and vote on their behalf at the meeting. **In light of the Covid-19 situation, we strongly encourage all shareholders to exercise their vote by appointing the Chair of the Meeting (rather than a named person) as their proxy and providing voting instructions in advance of the AGM.** If you wish to appoint a person other than the Chair of the Meeting, please insert the name of your chosen proxy holder in the space provided (see reverse). **Please note that named persons (other than those required for a quorum to exist) will not be permitted to attend the AGM.** If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If returned without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise their discretion as to whether, and if so how, they vote (or if this Form of Proxy has been issued in respect of a designated account for a shareholder, the proxy will exercise their discretion as to whether, and if so how, they vote).
- To appoint more than one proxy, an additional Form(s) of Proxy may be obtained by contacting the Registrar's helpline on 0370 707 1695 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by marking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope. Please, however, note the restrictions on attendance at the AGM in light of the ongoing Covid-19 situation.
- The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the

proportion of the votes 'For' and 'Against' a resolution.

- To be entitled to vote at the AGM (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the Register of Members of the Company at 6.00pm on Tuesday, 4 May 2021 (or, in the event of any adjournment, on the date which is two days before the date of any adjourned meeting (excluding any part of a day that is not a working day)). Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- To appoint a person or to give an instruction to a proxy (whether previously appointed or otherwise) via a designated voting platform, any such messages must be received by the issuer's agent prior to the specified deadline within the relevant system. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the relevant designated voting platform) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent via the designated voting platform in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on 0370 707 1695 to request a change of address form or go to [www.investorcentre.co.uk](http://www.investorcentre.co.uk) to use the online Investor Centre service.
- Any alterations made to this form should be initialled.
- If the current Covid-19 legislation and public health guidance issued by the UK government changes and the Company confirms that shareholders are able to attend the AGM, subject to any restrictions on the number of attendees, the completion and return of this form will not preclude a shareholder from attending the Meeting and voting in person.

**Kindly Note:** This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.

### All Named Holders

# Form of Proxy

Please complete this box only if you wish to appoint a third party proxy other than the Chair.  
Please leave this box blank if you want to select the Chair. Do not insert your own name(s).

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I/We hereby appoint the Chair of the Meeting OR the person indicated in the box above as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement\* on my/our behalf at the Annual General Meeting of Morgan Sindall Group plc to be held at the offices of Morgan Sindall Group plc, Kent House, 14-17 Market Place, London W1W 8AJ on Thursday, 6 May 2021 at 10:00am, and at any adjourned meeting.

\* For the appointment of more than one proxy, please refer to Explanatory Note 3 (see front).

☐ Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



Ordinary Resolutions	Vote		
	For	Against	Withheld
1. To receive and accept the Company's audited financial statements, the strategic report, the directors' and corporate governance report and the auditor's report for the year ended 31 December 2020.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the remuneration report (other than the part containing the remuneration policy), for the year ended 31 December 2020.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve the final dividend of 40 pence per ordinary share for the year ended 31 December 2020.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Michael Findlay as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect John Morgan as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Steve Crummett as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Malcolm Cooper as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Tracey Killen as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-elect David Lowden as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To re-elect Jen Tippin as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	Vote		
	For	Against	Withheld
11. To appoint Ernst & Young LLP as auditor of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To authorise the directors to determine the auditor's remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. To authorise the Company and its subsidiaries to make donations to political organisations and incur political expenditure.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. To authorise the directors to allot shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Special Resolutions</b>			
15. General authority to disapply pre-emption rights.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. Specific authority to disapply pre-emption rights in connection with an acquisition or specified capital investment.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17. To authorise the Company to purchase its own shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18. To allow meetings of the Company to be called on 14 days' clear notice.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19. To adopt the amended Articles of Association.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Signature

Date

DD / MM / YY

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).